

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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AXIOM INVESTMENT ADVISORS	:	
LLC, by and through its Trustee, Gildor	:	
Management LLC,	:	
	:	
Plaintiff,	:	No. 15-cv-9323-LGS
v.	:	
	:	
BARCLAYS BANK PLC and	:	
BARCLAYS CAPITAL INC.	:	
	:	
Defendants.	:	
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USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: <u>7/24/2017</u>
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**~~[PROPOSED]~~ ORDER AWARDING ATTORNEYS' FEES, REIMBURSEMENT OF  
LITIGATION EXPENSES, AND SERVICE AWARD**

WHEREAS, a class action is pending in this Court entitled *Axiom Investment Advisors, LLC, by and through its Trustee, Gildor Management LLC v. Barclays Bank PLC, et al.*, No. 15-cv-9323-LGS (the "Action");

WHEREAS, Plaintiff Axiom Investment Advisors, LLC, by and through its Trustee, Gildor Management LLC ("Plaintiff") and Defendants Barclays Bank PLC and Barclays Capital Inc. ("Barclays," and together with Plaintiff, the "Parties") have entered into a Settlement as set forth in the Stipulation and Amended Agreement of Settlement with Barclays Bank PLC and Barclays Capital Inc., dated April 20, 2016 (ECF No. 64-1) (the "Settlement Agreement"), which provides for a complete dismissal with prejudice of the claims asserted against Barclays in the Action on the terms and conditions set forth in the Settlement Agreement, subject to the approval of this Court;

WHEREAS, unless otherwise defined in this Order Awarding Attorneys' Fees, Reimbursement of Litigation Expenses, and Service Award (the "Order"), the capitalized terms herein shall have the same meaning as they have in the Settlement Agreement;

WHEREAS, by Orders dated April 21, 2016 (the “Preliminary Approval Order”) and November 17, 2016 (the “Notice Order”), this Court (a) preliminarily approved the Settlement and Plan of Distribution; (b) preliminarily certified the Settlement Class; (c) ordered that notice of the proposed Settlement be provided to Members of the Settlement Class; (d) provided Members of the Settlement Class with the opportunity either to exclude themselves from the Settlement Class or to object to the proposed Settlement; (e) designated Christopher M. Burke and George Zelcs as settlement class counsel for the Settlement Class (“Class Counsel”) and Plaintiff as class representative of the Settlement Class; and (f) scheduled a hearing regarding final approval of the Settlement on July 18, 2017;

WHEREAS, due and adequate notice has been given to the Settlement Class;

WHEREAS, the Court conducted a hearing on July 18, 2017 (the “Fairness Hearing”) to consider, among other things, Plaintiff’s Counsel’s Motion for Attorneys’ Fees and Reimbursement of Expenses, including a service award for Plaintiff; and

WHEREAS, the Court having reviewed and considered the Plaintiff’s Counsel’s Motion for Attorneys’ Fees and Reimbursement of Expenses, including a service award for Plaintiff, all papers filed and proceedings held herein in connection with the Motion, all oral and written comments received regarding the Motion, and the record in the Action, and good cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. **Jurisdiction** – This Court has jurisdiction over the subject matter of the Action and all matters relating to the Settlement, as well as personal jurisdiction over all Parties and each of the Settlement Class Members.

2. **Notice** – Notice of Plaintiff’s Counsel’s motion for an award of attorneys’ fees, reimbursement of expenses, and a service award for Plaintiff was given to all Settlement Class Members who or that could be identified with reasonable effort. The form and method of notifying the Settlement Class of the motion for an award of attorneys’ fees, reimbursement of expenses, and a service award for Plaintiff satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the United States Constitution (including the Due Process Clause); constituted the best notice practicable under the circumstances; and constituted due, adequate, and sufficient notice to all persons and entities entitled thereto.

3. **Attorneys’ Fees and Reimbursement of Expenses** – Class Counsel are hereby awarded attorneys’ fees in the amount of 17.5 percent of the Settlement Fund before interest and dividends, or \$8,750,000 and \$339,292.64 in reimbursement of Plaintiff’s Counsel’s litigation expenses, which fees and expenses shall be paid from the Settlement Fund pursuant to the terms of the Settlement Agreement. Class Counsel shall allocate the attorneys’ fees awarded among Plaintiff’s Counsel in a matter that they, in good faith, believe reflects the contributions of such counsel to the institution, prosecution, and settlement of the Action.

4. In making this award of attorneys’ fees and reimbursement of expenses to be paid from the Settlement Fund, the Court has considered and found that:

a. The Settlement has created a fund of \$50,000,000 in cash that has been funded into escrow pursuant to the terms of the Settlement Agreement, and that numerous Settlement Class Members who or that submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiff’s Counsel;

b. Copies of the Notice were mailed to 1,373 potential Settlement Class Members, stating that Plaintiff’s Counsel would apply for attorneys’ fees in an amount not to

exceed 17.5% of the Settlement Fund, reimbursement of litigation costs, and a service award for Plaintiff not to exceed \$25,000;

c. Plaintiff and Plaintiff's Counsel have conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

d. The Action raised a number of complex issues;

e. Had Plaintiff's Counsel not achieved the Settlement, there would remain a significant risk that Plaintiff and other members of the Settlement Class may have recovered less or nothing from Barclays;

f. Plaintiff's Counsel worked over 5,100 hours, with a lodestar value of approximately \$3,484,108.14 to achieve the Settlement, and estimate a total lodestar over \$4 million after including time worked from the filing of the fee application until the filing of the distribution motion;

g. The attorneys' fees and expenses to be paid from the Settlement Fund are fair and reasonable in view of the applicable legal principles and the particular facts and circumstances of the Action; and

h. There were no objections to the requested attorneys' fees and expenses.

5. **Service Award** – Plaintiff is hereby awarded \$10,000 from the Settlement Fund, which sum is fair and reasonable, in view of the applicable legal principles and the particular facts and circumstances of the Action. Class Counsel may pay the sum from the Settlement Fund pursuant to the terms of the Settlement Agreement.

6. **Retention of Jurisdiction** – Without affecting the finality of this Order in any way, this Court hereby retains continuing jurisdiction over the Parties and the Settlement Class Members

for all matters relating to this Action, including the administration, interpretation, effectuation, or enforcement of this Order.

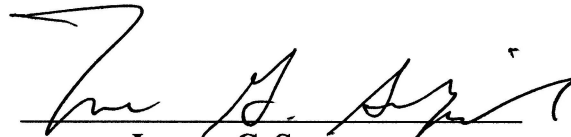
7. **Disbursement of Fee Award and Expenses** – A partial payment of the fee award equal to \$4 million and the entire amount of expenses authorized for payment may be disbursed as provided in the Settlement Agreement. The remainder of the fee award shall be disbursed no earlier than the date when at least 90% of the net settlement fund has been paid to class members.

8. **Entry of Order** – There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

The Clerk of Court is directed to close the motion at Docket No. 106.

IT IS SO ORDERED.

DATED: July 24, 2017  
New York, New York



LORNA G. SCHOFIELD  
UNITED STATES DISTRICT JUDGE